

Amended Articles of Incorporation)

of
Earlham Land Company.

Articles (Filed for Record Sept. 8th A.D. 1911 at 9.30
o'clock A.M.

George Hill Recorder.
By Daisy Hill Deputy.

CERTIFICATE OF RENEWAL OF CORPORATION AND AMENDED AND
SUBSTITUTED ARTICLES THEREOF.

State of Iowa County of Polk SS:

We, Jos. M. Christy Jr., and N.H. Christy, President and Secretary, respectively, of the Earlham Land Company, hereby state that at a stock holders meeting of said Earlham Land Company, held on the 6th day of September, A.D. 1911, and regularly called by the President of said Earlham Land Company, as provided in its Articles of Incorporation, the following proceedings for the renewal of said Earlham Land Company and to extend its corporate existence from the 16th day of September, 1911, to the 16th day of September, 1931, were had, and the following amended and substituted Articles of Incorporation adopted, all as set forth in the following proceedings, to-wit:

STOCK HOLDERS MEETING.

At this stock holders meeting, held this 6th day of September, 1911, on call of the President, regularly made as provided by the articles of incorporation, at which Jos. M. Christy, Jr., and N.H. Christy the directors of and owners and holders of all the stock of the Earlham Land Company, were present, the following resolution was moved by Jos. M. Christy and seconded by N.H. Christy and carried unanimously: Be it resolved that this corporation, Earlham Land Company be renewed and its corporate existence extended for a period of Twenty years from and after the expiration of the corporate period named in the original articles of incorporation of this company, to-wit: September 16, 1911. Be it further resolved that the following be adopted as the amended and substituted articles of incorporation of the Earlham Land Company.

AMENDED AND SUBSTITUTED ARTICLES OF INCORPORATION.

Article I.

The name of this corporation shall be Earlham Land Company, and its principal place of business shall be at Des Moines, Polk County, Iowa, but it may also have and maintain an office at Earlham, Madison County, Iowa.

ARTICLE II.

The general nature of the business shall be to buy and sell real estate; to work and develop any deposits of stone, coal or minerals that may be found on any of its property; to purchase or lease machinery and all other equipment or personal property necessary or usual to the working or developing of such deposits of stone, coal or other minerals and to sell the same; to erect buildings on any real estate that it owns and to purchase the materials therefor; and to accomplish its purposes, may mortgage its prop-

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erty, borrow money, buy and sell securities, including stock in other corporations and have such other rights and powers as are now or which hereafter may be conferred by law on corporations of like nature.

ARTICLE III.

The authorized capital stock of this corporation is Nine Thousand (\$9,000.00) Dollars, to be divided into Ninety (90) shares of One Hundred (\$100.00) Dollars each; said stock, when issued, to be paid for in money or such property as the company is authorized to deal in, or may be issued in payment of services rendered the corporation, at the value and in the manner now provided or which may hereafter be provided by the laws of the State of Iowa.

ARTICLE IV.

The affairs of the corporation shall be conducted by a Board of Directors to consist of three stock holders, if there be that many, and of all the stock holders if there shall be three or less.

ARTICLE V.

The first Board of Directors shall consist of the persons heretofore elected, as directors, at the last annual meeting of the stock holders, of this corporation, to-wit: Jos. M. Christy, Jr., and N.H. Christy, they to hold their office until the first annual meeting of the stock holders, after the renewal of this corporation. The persons now holding the office of President, Vice President, Secretary and Treasurer, as chosen by the Board of Directors of this corporation, shall hold their office until said first annual meeting of the Board of Directors, namely: Jos. M. Christy, Jr., shall be President and Treasurer and N.H. Christy Vice President and Secretary until said time.

ARTICLE VI.

At the first annual meeting of the Board of Directors, after the renewal of this corporation, said Board shall elect a President of this corporation, and also elect a Vice President, Secretary and Treasurer. The Secretary and Treasurer need not be stock holders and one person may hold more than one of said offices. Said Board may employ a manager or such other agents as are necessary for the conduct of the business; and until the first annual meeting, after the renewal of this corporation, Jos. M. Christy, Jr., shall be manager thereof. A majority of the Board of Directors shall constitute a quorum for the transaction of the business. All officers shall hold their offices until their successors are elected, and all vacancies shall be filled by the Board of Directors, including vacancies in their own number. The Board of Directors shall hold annual meetings, immediately following the annual meetings of stock holders, at which they shall elect officers for the ensuing year. Directors meeting shall also be held upon call of any director upon written notice, served personally or by mail to each director. The mailing of the notice of any directors meeting shall be held to be conclusive notice of the receipt of the same by the person to whom it is addressed.

ARTICLE VII.

The stock holders shall meet annually on the Second Tuesday in January, of each year, and shall then elect a Board of Directors for the ensuing year, and transact such other business as may come before them. Special meetings of the stock holders may be called by the President or by any two stock holders, upon written notice, served personally or by mail. The mailing of a notice of a special stock holders meeting shall be deemed conclusive evidence of the receipt of the same by the person to whom addressed. A stock holder shall be entitled to one vote for each share of stock held by him, which may be cast in person or by proxy. A representative of a majority of the stock shall constitute a quorum for the transaction of the business.

ARTICLE VIII.

The Board of Directors may adopt by-laws for the government of this corporation.

Deeds of conveyances, and evidences of indebtedness shall be executed by the President or Vice President and then attested by the Secretary. All contracts for the sale of stone, coal or other minerals, or relating thereto, or the transportation thereof, shall be signed on behalf of the corporation by the President or General Manager.

ARTICLE IX.

The highest amount of indebtedness to which this corporation shall at any time be subject shall not exceed two-thirds of its capital stock.

ARTICLE X.

The private property of the stock holders shall be exempt from liability for corporate debts.

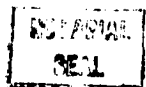
ARTICLE XI. These articles of incorporation may be amended at any annual or special meeting of the stock holders; but if amended at a special meeting, notice of the proposed amendments shall be given when the meeting is called. If all the stock holders are present, amendments may be adopted without such notice.

ARTICLE XII.

This corporation shall continue for a period of Twenty years, from and after the 16th day of September, 1911, unless sooner dissolved by a vote of two-thirds of the stock represented at any annual stock holders meeting. Be it further resolved that the President and Secretary of the corporation, Jos. M. Christy, Jr., and N.H. Christy, respectively, be and they are hereby authorized and directed to sign and acknowledge the foregoing amendment and substituted articles of incorporation; to make the necessary certificate, showing these proceedings and file the same, together with the above amended and substituted articles of incorporation, for record in the office of the Recorder of the proper county; to file the same with the Secretary of State; to procure the necessary certificate from the Secretary of State, authorizing this corporation to do business; to pay all filing fees and expenses made necessary by law; and to do all acts necessary to procure said certificate from the Secretary of State for the renewal of this corporation.

Jos. M. Christy, Jr.
N.H. Christy.

Signed in my presence and sworn to before me this 6th day of September, A.D. 1911.



Crom Bowen,
Notary Public in and for Polk County,
Iowa.